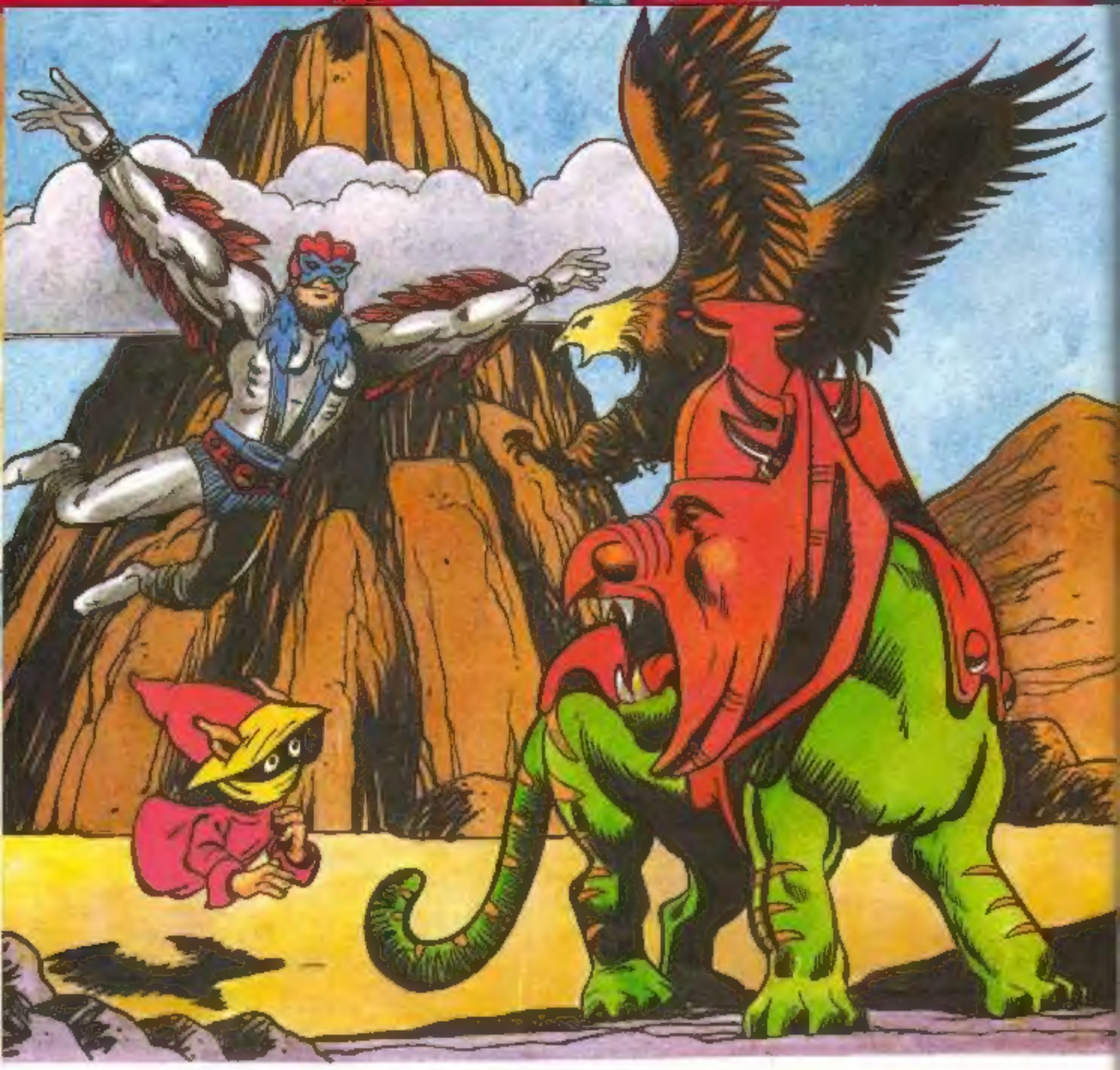
Welcome to Eternia

This is Eternia, a land of mystery and adventure, where good battles with evil and fights to maintain the balance of the universe.

The king and queen of Eternia have one son, Prince Adam, a pleasure-loving, idle person on the surface. His great friend and mentor, Man at Arms, feigns impatience with the prince—but they share an important secret. By striking his magic sword against stone, raising it above his head and uttering the words, "By the power of Grayskull . . ." Prince Adam becomes He Man, the strongest man in the universe!

However, Prince Adam doesn't always find it easy to slip away and become He Man. Watching him closely is his sharp-eyed bodyguard, the beautiful Teela, Man at Arms's daughter, who, little realising the relationship between her charge and the hero, is in love with He Man. Adam she treats as she has always done—like a teasing sister who can sometimes lose her temper—but she and He Man have seen many adventures through together, and nothing can change the way she feels about him.

The second person to know Adam's secret is Gorpo, the tiny, mystical magician from another dimension, who has been a favourite



at court with almost everyone since Adam's childhood, with his conjuring tricks which always go wrong, and his eagerness to help both Prince Adam and He Man.

The final member of this winning team is Cringer, Prince Adam's pet Eternian tiger. To say that Cringer is a scaredy-cat would be an understatement—he's frightened of his own shadow, and is often to be found taking refuge under chairs and tables or behind Prince Adam. But all this changes with a ray blast from He Man's sword, and Cringer becomes Battle Cat, the fearless and ferocious battle comrade of Teela and He Man.

Of course, our heroes are helped by others on the side of goodness, not least among whom is the Sorceress of Castle Grayskull. She it was who first gave Prince Adam his magic sword and his mission to fight the powers of evil. On leaving Castle Grayskull, the Sorceress becomes Zoar, the Fighting Falcon, who summons He Man to the castle, where he can be shown the tasks he must perform, and how the powers of Castle Grayskull can help him.

Using his mastery of the sky for the powers of goodness is Stratos, the Leader of the Eternian Birdmen, who often leaves his mountain-top home, Avion, to aid He Man wherever he

can. Another valuable asset to the team is Ram Man, whose fantastic strength comes from his legs and his head, which enable him to launch himself at almost any object and batter it down. Although a little slow-witted, Ram Man is devoted to He Man, and is always ready to help where he can.

The last ally of goodness is Man-E-Faces, once the finest actor in the whole of Eternia. A modest and gentle man, Man-E was then transformed by Skeletor into a triple personality within one body. With a magic word, Skeletor can transform Man-E into a terrifying monster which exists only to destroy, and with another, Man-E becomes a mighty, mechanised robot, ready to do the bidding of the first to command him. Man-E is still hoping to find a remedy for the dreadful spell, but until he does he is fated to carry these two alien personalities within him.

Zodac, the Cosmic Enforcer, is neither good nor evil, but keeps a watch over the whole of the Cosmos, taking no part in the struggles of goodness and evil. However, in order to maintain the balance of the universe, Zodac may sometimes warn He Man if Skeletor is plotting to upset that balance, so that He Man and his allies may take appropriate action.

Ranged against the forces of goodness are those of evil—led by the most wicked creature who ever stalked the cosmos, Skeletor, the sinister living skeleton.

Skeletor has one main aim—to rule the universe, and he knows that to do this he needs to rule Castle Grayskull, although he does not understand the nature and power of its secrets. Skeletor never stops trying to gain control of Eternia, and to do so he enlists the help of some of the most wicked creatures in the universe. But here the alliance is not held together by the same faith in each other that He Man's allies have. Skeletor's forces stay together through greed and selfishness, and each member of his force secretly wishes to be sole ruler of the universe, although they all know that Skeletor is the master. Standing in Skeletor's way, however, is He Man, the living skeleton's arch enemy, whose very name provokes him into fits of rage. These outbursts are usually directed against Skeletor's personal enforcer and henchman, Beastman.

Having a savage nature and enormous strength, Beastman is a match for anyone on Eternia except He Man, and is able to enlist the help of some of the most vicious creatures of Eternia, bending their wills to his own. But Beastman remains totally subservient to Skeletor, and is usually the scapegoat whenever things go wrong. Even when they don't work out badly for the forces of evil, Beastman seems doomed never to please Skeletor, even though he never makes a move without the skeleton's approval.

The warlord of water, Merman is used by Skeletor whenever his wicked plans involve oceans, rivers or lakes. Merman can live just as well below the water as above it, and can also command the help of vicious water creatures should they be necessary. His powers, however, are greatly affected by the tides, and thus by the twin Eternian moons, which He Man can sometimes align to create low tide, and thus temporarily neutralise Merman's powers.

The witch Evil-Lyn is another ally of Skeletor's, and her magic has often been very useful to Skeletor in the past in diverting He Man's attention for a while. Evil-Lyn possesses a magic crystal ball wand, which can show her images of the future, and which can also flash a blinding light so that Evil-Lyn can make her escape while her enemies are temporarily blinded.

Someone whose eyesight is rarely in question is Tri-Klops, a sinister bounty hunter, who has three eyes, each with its special function, evenly positioned round his head. Tri-Klops is impossible to creep up on, but he is also a skilled hunter with brute strength, who will sell his skills to the highest bidder. Although he is extremely useful to Skeletor, the living skeleton often tries to double-cross him, and usually it is the mercenary who loses out.

Trap Jaw is one of the nastiest members of Skeletor's team, an escapee from the biggest jail in the universe, Prison Star, and terrifying to look at. He has a removable artificial arm, which can be replaced by a laser blaster, hook or sword blade, and half of his mouth is a hideous steel trap. Not only this, however, but Trap Jaw's nature is totally evil and vicious, and his crimes were such that anyone but Skeletor would shrink from him in disgust. The final member of this team is Faker, an evil, imperfect double of He Man created by Skeletor to cause confusion and chaos. But something went wrong with the spell, and Faker is evil, miscoloured and negative. By magic, Skeletor can make him into a true likeness of He Man, but this lasts only a very short time, and the true Faker shows through.

He Man's Map of Eternia

As you can see from this map, Eternia is a very large place, with many varied features—mountains and valleys, rivers and streams, forests and plains. It is not yet fully explored, so it is possible to show only a few of these features, as He Man would see them from the Windraider.

THE SINKING of MARAIS

"And where," demanded Skeletor impatiently, "is He Man now? I begin to wonder, Evil-Lyn, whether that bauble you call a crystal ball wand is really of any use."

Evil-Lyn stared intently into the globe of crystal. For a while there was nothing to be seen but swirling white mist, but then it began to clear, and both the living skeleton and his ally the witch could see clearly.

"He seems to be in a marsh or swamp somewhere," said Evil-Lyn, still watching intently.

"It's Marais," snapped Skeletor, "a really desolate place to the east of Eternos city, where there is nothing but foul-smelling mud and quicksand. There are a few people there, living in their city on one of the two solid pieces of rock. So what is that smug creature He Man doing up there?"

"He seems to be going to the city," said Evil-Lyn. "If you can call it that. It seems more like a collection of huts to me."

"It is a collection of huts," said Skeletor, "but these Eternians are so proud and boastful that they would call one tree a forest, and a collection of mud huts a city, if they were on Eternian land. Bah! Such a stupid collection of beings! And He Man is the worst! Without him, they would all settle down nicely to be my own personal slaves. I could use them to work the mines under Point Dread—if it were not for him!"

"How do the marsh people get from place to

place?" asked Evil-Lyn, staring hard at the crystal ball. She was unimpressed by Skeletor's outburst, having heard it all several times before.

"Bridge," the skeleton said, briefly. "I have heard that there is one long steel bridge from the huts of Marais to solid ground higher above sea level. They will soon be using it for the last time, however, since their piece of rock is sinking into the mud fast, and they will have to move everything on to that higher ground."

"Which will be why He Man is going to them," pointed out Evil-Lyn. She smiled cruelly. "Why not get rid of the people of Marais *and* He Man at the same time?"

Skeletor grinned at the thought, and his eyes gleamed. "How?"

"Use Trap Jaw," suggested Evil-Lyn softly. She smiled maliciously. "He could bite his way through any metal, couldn't he?"

"I am very glad to see you, He Man," said the lord of Marais. "And, of course, Man at Arms and Battle Cat. Welcome to my home."

It was a tiny place, barely the size of the royal palace at Eternos, but very beautiful. The walls shone silver and green, while freshwater pearls glowed everywhere the eye fell. Fresh, dry rushes paved the floor and gave the place a clean, sweet smell, while mist hung all around like silvery lace. Beyond the walls of the town, He Man could hear the sinister sucking and gurgling noises of the marsh.

"It seems a great pity," said He Man, "that you will so soon have to leave this beautiful place."

The lord of Marais nodded. "Yes, it is, but there is nothing else we can do. This piece of rock is sinking fast, and our scientists have calculated that these buildings will be under the surface of the swamp within a few days. That is why we asked you to come and help us, He Man. With your aid, we might be able to keep our possessions."

"But why did you make no plans before?" asked Man at Arms. "You must have known that the rock was sinking."

The lord of Marais smiled. "Yes, we did. But we did not know how quickly it was doing so—our instruments were old and unreliable. We would have preferred it if we could do all this ourselves, but you can see our numbers . . ."

"Man at Arms meant nothing unfriendly by that remark," put in He Man. "We will all be pleased to help as much as we can."

"By all means," added Man at Arms. "You may be sure of that. I merely wished to know why this was left so late. Forgive my manner."

"Now," said He Man briskly. "What do you want us to do?"

The lord of Marais gestured in the direction of the city. "My people have all their possessions to move to New Marais as soon as possible, and we have no other transport than our own hands and two carts. There was no need, you see, to have any more than that, since our trade is very limited."

"I see," said He Man. He glanced around. "Can you have your people assemble their goods here as soon as possible? Make sure that they bring nothing that can easily be replaced. This is going to be a very swift job, and nothing unnecessary should be taken."

It was growing dark when Battle Cat returned across the bridge for the second cart full of Maraisian goods. Marshflies glowed with their own little lights, helping the people to see their way across the long span of the steel bridge, and lanterns swayed on poles above their heads. Below, the marsh gurgled and bubbled, and the rocky island of old Marais sunk still lower. Mud lapped at the walls of the tiny houses

"It must be sinking even faster than we thought," said the lord of Marais to He Man. "Will we be in time?"

He Man nodded, but his eyes were grave. "I think so," he said, "although we might have to move more quickly than we had bargained for. Tell the householders to take out all their goods and bring them to the bridge, using planks of wood, or doors, or whatever they can find as hurdles to put them on. Then they must drag their goods to the

bridge, and each must be their hurdle to the one in front—very securely indeed. Do you understand that?"

The lord of Marais nodded. "I think so. When all the hurdles carrying all the household goods are tied together they will form a long train, all ready to be pulled over the bridge is that right?"

He Man nodded. "Yes. Then, when they have tied all the hurdles together, each family must sit on its hurdle and wait for us to pull them across."

The lord gasped. "For you to pull them across the bridge? But that's impossible! Why, you would have to be . . ."

"The strongest man in the Universe?" He Man laughed. "Don't worry. It will be done."

"So you think, He Man," sneered Skeletor. He and Trap Jaw had crept down to the edge of the marsh, and were listening intently to He Man's words. "If you think for one moment that I will allow you to get across that bridge to the safety of the other side, you have another think coming. Trap Jaw, we must get across to what the so-called lord of Marais calls his new home. Come."

Swiftly, the two evil creatures made their way over the marshes, speeded on by Skeletor's magic while above them the people of the marshes prepared for their journey.

"Is everything prepared?" asked Man at Arms

The lord of Marais nodded. "I believe so," he replied. "I have checked twice, and all my people seem to be ready. But "

"But what?"

"I don't know. I have an instinctive feeling that all is not as it should be, but I cannot say why. I feel some aura of evil about it."

Man at Arms looked steadily at him. "Evil?" he asked gravely.

The lord shrugged. "I may be wrong, but "

"I will speak to He Man," said Man at Arms. "You may be sure that if there is any evil about, He Man can deal with it."

He glanced about him as he made his way to He Man, but could see nothing unusual. However, he too now felt that sensation—and he had felt it before.

"He Man," he said, "I believe that Skeletor is about these parts."

He Man looked at him. "Skeletor?"

"I have been speaking to the lord," said Man at Arms. "He told me that he felt an evil presence here, and now that he has mentioned it, I too sense that that demon is here somewhere."

He Man touched the hilt of his sword. "He may be," he said slowly, "but we have no time to fight him now. We must take these people and their possessions safely to the new island before we can deal with Skeletor. I would never forgive myself if they were to die simply because we devoted precious time to the likes of Skeletor. We must deal with him when and if he makes a move to harm these people."

Man at Arms nodded. "Very well. The lord assures me that his people are ready, so we can take the strain now."

"Good."

He Man turned and addressed the people of Marais. "If you are all prepared, Man at Arms and I shall take you across the bridge. Whatever happens, you must not panic but must keep calm and trust us. All will be done."

He turned again, and he and Man at Arms took the weight of the long train of hurdles. Battle Cat paced steadily in front of them, his flashing eyes scanning the darkness in front of him, ready for any sign of danger or mischief.

The long train began to move, slowly at first, then picking up speed, and as the last hurdle slid gently on to the bridge, the old Marais gave a last sinister sucking noise and disappeared below the surface of the marsh. The bridge, rooted in rock thousands of fathoms below the mud, held firm, as the Maraisians traveled slowly to their new home.

At the other end of the bridge, Skeletor and Trap Jaw watched them eagerly.

"Just a moment longer," Skeletor murmured hoarsely, "and then when we are sure that they are in the centre of the bridge, you can go to work! You

will have done me and Eternia a great service, Trap Jaw!"

Trap Jaw's eyes gleamed at the thought and his hideous steel jaw opened and shut in preparation for the task ahead.

On and on they came, He Man smiling as he passed Man at Arms, slightly less strong, frowning slightly, until at last they were in the centre of the bridge.

"Now!" whispered Skeletor to Trap Jaw. The escapee from Prison Star scurried out onto the flat outcrop of rock where the bridge was held by four thick steel cables. He ran to the first, and his jaw caught the light from the torches as he began to gnaw his way through the steel. On the bridge Battle Cat's sharp eyes caught sight of him and he began to roar and growl ferociously. The people on the hurdles cried out in fright, but He Man turned swiftly to quieten them.

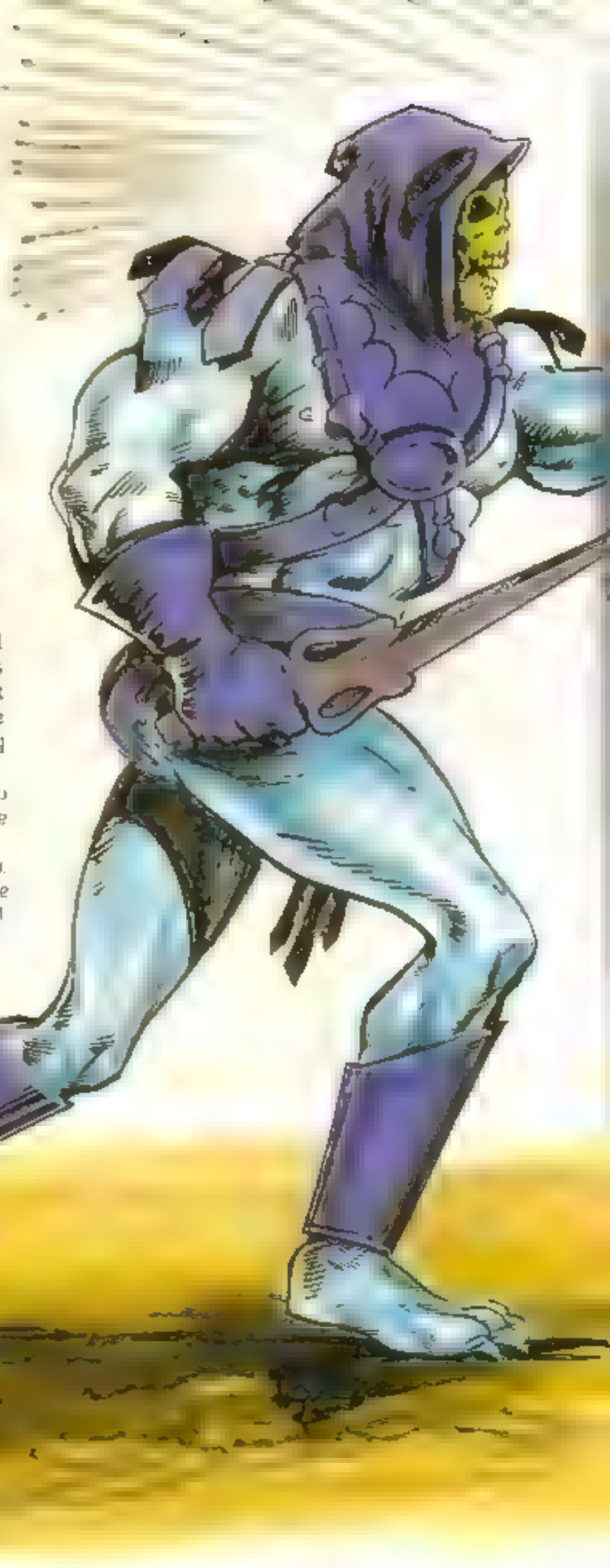
"What are we going to do about him?" hissed Man at Arms.

He Man turned swiftly to Battle Cat. "Come," he commanded. "You and Man at Arms push the people across the bridge. I have other things to do."

Without waiting for an answer, He Man turned on his heel and ran swiftly along the bridge towards Trap Jaw, whose terrible steel mouth was just gnawing through the first of the cables. As he reached him, Skeletor sprang out from his hiding place.

"No so fast, He Man," he snarled. "Where do you think you are taking these troublesome people? To another part of their stinking bog?"

He Man faced him coldly. "Out of my way, Skeletor, unless you wish to be thrown into the marsh yourself - you and the lizard you have with you."



Skeletor chuckled. "You are mistaken," he said. "It will not be *my* fortune to sink into the mud of Marais, but yours—and all the dolts behind you!"

He Man drew his sword. "But the goddess," he cried, "I never imagined that such wickedness could exist in one being, even in you, Skeletor. But you will not kill these people; I will prevent you."

Skeletor laughed, an evil, cruel sound. "You? You are one against two, and Trap Jaw is doing his work well."

He gestured towards the escapee, and He Man saw that Trap Jaw had bitten through the first cable, and had turned his attention to the second, one of the pair holding the other side of the bridge. The people of Marais were screaming with fright, clinging to their hurdles, while the bridge itself swayed ominously. Man at Arms and Battle Cat pulled steadily on the thick ropes that pulled the hurdles.

He Man turned back to Skeletor, and drew his sword. Then the marsh rang with the echo of steel clashing upon steel, as Skeletor put all his skill into play and attacked He Man with a fury bordering almost on madness. But he was no match for He Man. With the strength of a hundred men, He Man beat the attack, forcing Skeletor to retreat until he stood, fiercely fighting, on the very edge of the rocky outcrop, with the marsh gurgling and sucking beneath him.

"Surrender!" said He Man. "You can do no more! Call off your partner."

Skeletor merely snarled at him, not seeing the danger he was in. As Trap Jaw glanced round, triumphant after breaking the second cable, Skeletor lost his balance and plunged down the sheer rock face into the mud. But he never reached it. Using his magic once again, he vanished just as he hit the surface, and was gone.

He Man turned to Trap Jaw, who had backed away from the cables as soon as he saw his leader was gone. But the damage was done. As He Man

took the criminal by the scruff of the neck and flung him into the marsh, the bridge sagged in the middle, and the two remaining cables stretched and gave under the strain. He Man flung himself to the ground and caught the two remaining cables as they ripped themselves from the earth. Muscles bulging, sinews straining, feet braced against the rock, he held them firm, holding the bridge steady until all the Maraisians had crossed to the safety of their new home.

"How can we thank you?" asked the lord of Marais. He Man smiled and shook his head.

"There is no need," he said. "I do not ask for thanks, but I would gladly drink some water with you. I am very thirsty, as if I had been doing some thing strenuous . . ."

He glanced in a puzzled fashion at Man at Arms, who returned the look innocently.

"Strenuous?" said the older man. "It was nothing that was not well within your capabilities, He Man!"

THE TALE OF MAN-E-FACES

Long ago, when Prince Adam of Eternia was still a child, there was a great actor in the country called Man-E-Faces, for the many and various characters he could become when on stage. As the prince grew older and found his destiny as He Man, Man-E-Faces grew in fame and was hailed as the greatest actor in the country. He acted in the royal palace of Eternia for the king and queen, dined with them, and was treated as an honoured guest by all the Eternian nobility.

And then something happened.

Something which changed Man-E-Faces beyond all recognition, and made of him a monster.

"I'm not too sure about this idea," said Evil-Lyn dubiously.

Skeletor looked at her angrily. "You are not too sure about it? What has it got to do with you? You won't be the one to carry out the spell, so you have no need to approve or otherwise."

Evil-Lyn glared at him. "I wasn't offering approval," she snapped. "I really have no interest in this spell. But I can see that He Man will be filled with revenge when he discovers it."

"He Man!" Skeletor spat. "That ape! Tell me, what do you think he could do? By the time he finds out, our victim will be ready to become his

enemy, and He Man will soon be in our power!

Evil-Lyn smiled. "If that happens, I shall be happy," she said. "If anyone can do it, you can, Skeletor."

The speech came to an end, and for a moment there was complete silence as Man-E-Faces stood on the stage. Then the applause burst out, cheers and shouts of appreciation. The actor bowed gracefully. For such a big man, he was a very elegant one, and his acting was so excellent that he could take on the part of even a dwarf or a midget without the ridiculous stooping and grovelling that lesser actors used and achieve a perfectly convincing air where they could not. The greatest actor in the whole of Eternia, it was said, and as he watched, Prince Adam agreed wholeheartedly.

"We must invite him to supper with us," the queen whispered in her son's ear. Adam nodded with a smile. He could always trust his mother to know the train of his thoughts—at least, most of the time.

The queen held out her hand to the actor. "I am very pleased that you could perform for us tonight," she said. "My son especially has been looking forward to it for a long time."

Man-E-Faces bent low over her hand. "Your majesty is most gracious . . " he muttered. "Most kind . . "

"It really seemed as though you were the character itself," said Adam. "Do you pretend that you are, or does it just seem like that?"

"Your highness, to be a good actor, not only do you have to pretend to be the character, you must actually *be* the character for as long as the play lasts."

Adam laughed. "I see. Well, don't you ever get confused from one play to the next? Do you ever start to play one character when you should be doing another?"

Man E Faces smiled at the young prince. "Only when I am very tired," he answered. "Sometimes when that is the case I see as though there are several different personalities inside me struggling to get out, each of them a part of me, yet none of them totally me."

Outside the window a dark cloaked shape stood listening. As Man E Faces spoke, it had been laughing to itself. Now, hearing this, it shook with the force of its laughter.

"Several personalities waiting to get out!" it whispered to itself. "Would just three suit you better?"

"Have you heard the news?" demanded Teela, bursting in as Adam was brushing Cringer's glossy coat.

"Why must you do that?" said Adam crossly, as Cringer leapt into his arms for safety, knocking most of the breath out of his body. "You know noises frighten him. What news?"

"Man-E-Faces has gone missing," said Teela. "Just vanished the night after his performance here. Nobody's seen him since, and his home is deserted."

Adam was busy soothing Cringer, who was trembling all over.

"Didn't you hear me?" said Teela impatiently.

He looked up. "Oh yes, but I expect he's just gone off on a short holiday somewhere. He was telling me about being tired after doing performances. That'll be all it is."

"It's not," said Teela. "He had another play to do this week, and he's never let anyone down in his life before. Adam, it's just not like him."

She looked back at the prince, who was once again brushing Cringer's coat. "Well, aren't you going to do anything about it?" she asked.

Adam looked up in surprise. "What can I do? Search every hotel in Eternia because you think Man-E-Faces has gone off somewhere? Listen, it's just be a holiday, that's all. Stop worrying."

Teela glared at him angrily. "If you weren't the heir to the throne," she threatened, "I'd slap you into doing something useful. Really, I curse the day when I was made your bodyguard! If there was any justice, you'd have disappeared long ago."

The door slammed behind her as she stormed out. Adam looked down at Cringer. "Come on," he said. "We have no time to waste." Pulling out his magic sword, he struck it against the stone floor of his room. "By the power of Grayskull!" he cried, and in a flash, He-Man and Battle Cat stood ready for action.

"Where do we start looking?" asked Teela as the Attak Trak skimmed over the ground. "There's such a lot of Eternia, and he could be anywhere."

He-Man turned to smile at her. "You're right

This will be a long search but we must find him. I suspect that Skeletor may have something to do with his disappearance, and Man-E-Faces is hardly equipped to defend himself against enemies like that.

They traveled for half a day before Teela gave a cry and pointed. "Look, He-Man! There he is."

The Attak Trak slowed and stopped, and there in front of them was Man-E-Faces, looking pale, confused and bewildered.

"What's happening?" he asked pitifully. "Why am I out here? I don't remember anything."

"It's all right now," Teela said soothingly, as she and He-Man helped the exhausted actor on to their vehicle. "We'll soon have you safely back in Eternos city, where you can rest."

"Can you remember anything at all?" asked He-Man gently. "Don't make yourself even more tired. Just try to remember what you can."

"I can remember . . . leaving the royal palace after I had acted for the king and queen and Prince Adam. And I remember getting back to my home . . . but . . . after that I don't remember much at all, except that I was in some kind of metal cage, with wires everywhere."

His voice died away as he fell into a deep sleep.

"A metal cage?" said Teela softly. "Do you think he's been held prisoner by Skeletor and those evil partners of his? Or—you don't think they've done anything horrible to him, do you?"

Well, he seems alright now," pointed out He Man, "but I wouldn't leap to the conclusion that he's totally unharmed until we can get him safely back to a doctor in Eternos. I don't like the sound of those wires

No," agreed Teela, "and

Her words were cut off by a savage grip round her throat.

Bringing Attak Trak to a sharp halt, He Man turned to see Man E's face horribly changed into that of a savage non-human creature, snarling and growling in murderous rage. He Man gripped the monster's claws in his hands, and forced them away from Teela's throat, while the thing that had once been Man-E-Faces tried to bite his hands with sharp, deadly fangs. He Man pulled the monster away from Attak Trak while Teela reached for her freeze ray, but there was no need to use it. With his incredible strength, He Man had overpowered the monster and knocked it unconscious. He stood over it, panting.

By the goddess!" said Teela, her voice shaking What was that?

He Man took her hand. "That was Man-E, I'm afraid. When he told us about the metal cage and the wires, it set me thinking about some similar stories I've heard, where people have gone missing and then reappeared with split personalities, mostly calm, but then suddenly turning savage. They died

soon after they returned, worn out by the sudden changes taking place in their bodies. And before they died, there was a period of deliriousness, when they spoke of a skeleton, and a metal cage, and a feeling of wanting to kill every living thing in sight."

Teela stared in horror at him. "Does that mean that Man-E will die? Can we do nothing to save him?"

He Man shook his head. "We can only try to find a remedy, and so far none of Eternia's scientists have discovered what does this to people."

There was a clanking sound behind them. They turned to see Man-E struggling to his feet. Teela gasped. The monster had gone—but in its place was a mighty mechanized robot, which lumbered towards them.

"He Man, what can we do?" cried Teela. She backed away from the robot, and shouted, "Stop!"

To her surprise, the robot stopped dead in its tracks. He Man and his companion exchanged glances. Then He Man walked steadily round the monstrous robot, looking at it carefully.

"Take one step forward," he commanded at last. Obediently, the huge robot took one step forward and stopped.

Teela stared at him. "Does this mean that we can command him to do anything?" she asked.

He Man nodded gravely. "But it also means that Skeletor can do the same," he said. "If he should

get hold of Man-E again, they could create havoc in Eternia. We must take him home at once and try and find a remedy."

And that is what happened to you," finished Teela, as they visited Man-E some time later. The actor lay in his bed with tears running slowly down his face; the news he had just heard made him feel almost physically ill with shock and anger.

"Just relax," He Man advised softly. "There's bound to be a remedy for this. It might take time but one will be found in the end."

"And until then, what do I do?" asked Man-E. "I can never act again, that's for sure, and I'm never going to be sure that I won't kill the people I love best when that—that *thing* has hold of me. It would be much better if I died now."

He Man gripped the actor's hand. "Now listen. You might not be able to act professionally, but you can act for me. Skeletor is responsible for this, and I have been at war with him for a very long time. We need your help in winning that war. Man-E. and I know that you can be very useful. That strength of yours matches Beastman's and if you were to become a robot, we can command you to do anything."

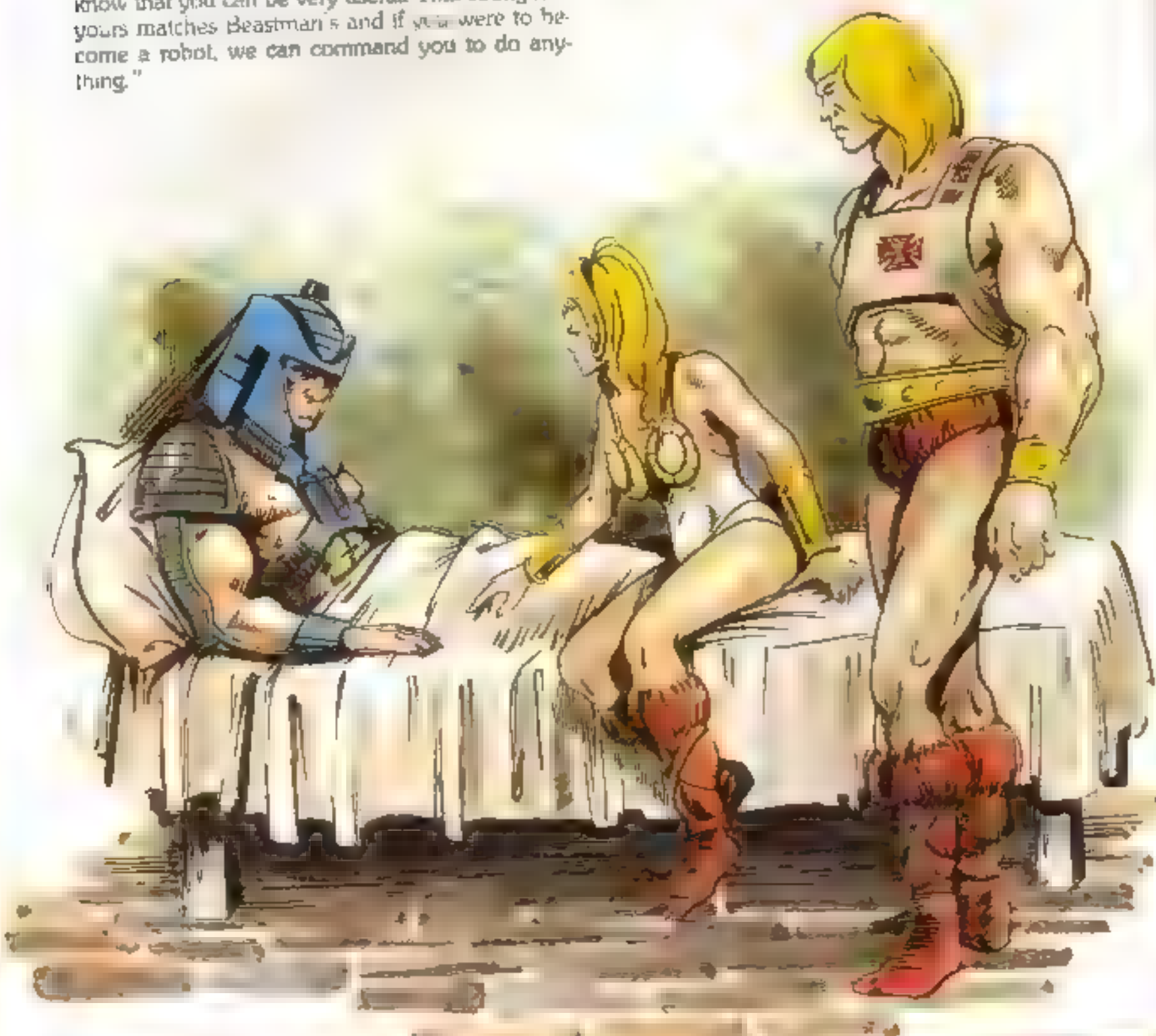
Man-E considered it. "And supposing Skeletor turns me into the monster? You must think of everything, He Man."

He Man smiled. "Well, I was able to deal with you earlier, when we found you, so I don't see any problems on that score. However, I can see that there might be problems when you are with Teela but as long as she carries her freeze ray, set on stun, at all times, that can be overcome too."

There was a long pause. "I'll help you," said Man-E finally. "It's the least I can do to repay you for your kindness to me—and to revenge myself on Skeletor."

He fell silent, and all three of them thought with horror of what Skeletor had done to the finest actor in the whole of Eternia.

'I'll never let you do this to anyone else,' thought He Man. He clenched his fists. "And I'll do anything I can to make sure that you never achieve the power you want in Eternia. By the goddess Skeletor! You have made a very bad enemy this day!



THE NECKLACE OF EVIL

EVENING IN ETERNIA. TEELA PRINCE ADAM'S BODYGUARD, IS IN HER ROOM IN THE ROYAL PALACE...

WHAT'S THIS?

from He Man with Love

OH, HOW BEAUTIFUL!

SHE PUTS ON THE NECKLACE...

OHHH! HE MAN..!

-EN...

THUD!

MEANWHILE, IN PRINCE ADAM'S ROOM

WHAT WAS THAT? IT SOUNDED LIKE ... LIKE TEELA

PRINCE ADAM RUSHES TO SEE...

MAN AT ARMS IS ALREADY THERE

TEELA! DAUGHTER TEELA!

PRINCE ADAM READS THE NOTE THAT HE FINDS ON THE FLOOR

HE MAN?! THAT'S IMPOSSIBLE

YES IT SOUNDS MORE LIKE ... LIKE SKELETOR!

OH, NO!

AND SO...

BY THE POWER OF GRAYSKULL

...HE MAN STANDS THERE

LATER...

AND SO, YOUR MAJESTY WE ASK YOUR PERMISSION TO FIND SKELETOR, WHO HAS DEVISED THIS EVIL

YOU HAVE MY PERMISSION AND GOOD LUCK TO YOU BOTH!

WE'LL START AT CASTLE GRAYSKULL! I KNOW HE'LL BE THERE!

I'LL TAKE THE BATTLE RAM

AND SO..

MEANWHILE AT CASTLE GRAYSKULL

I KNEW IT HA HA HA! THE PLAN HAS WORKED.

CONGRATULATIONS ON YOUR SPELL, EVIL LYN. NOW HE MAN AND I WILL FIGHT TO THE DEATH. HIS.

AND .

WE MEET AGAIN, HE MAN AND YOU'RE ALONE!

BUT NOT FOR LONG!

COME SKELETOR! TASTE MY REVENGE!

TAKE THAT!

CLANG!

SCHWOOOOOH!

CLASH!

FACED WITH DEFEAT SKELETOR DEVISES A PLAN OF ACTION

THIS SMUG CREATURE SHOULD NOT HAVE TO

VAN SH

IT SEEMS THAT YOUR ER LEADER HAS OTHER TH NGS TO DO BEASTMAN

GRAAGH HE'S NOT THE ONLY ONE

BUT BEASTMAN IS GETTING AWAY

LET HIM GO HE'S JUST A BAG OF BRAWN EVIL-LYN IS THE ONE WE WANT

SO WE'RE GOING TO GO ON A JOURNEY EVIL-LYN WE'RE GOING BACK TO ETERNOS CITY

I WON'T BE ABLE TO HELP KNOW NOTHING ABOUT THE SPELL

EVIL-LYN REALISES HER MISTAKE

SO IT'S A SPELL THAT'S OUR OWN?

YES

AND SO HE MAN AND EVIL-LYN MAKE THEIR WAY BACK TO ETERNOS CITY ON BATTLE-CAT

LATER...

THANK YOU HE MAN AND YOU TOO, FATHER

IT WAS NOTHING

IT'S A BEAUTIFUL NECKLACE - AND SAFE NOW. WILL YOU WEAR IT?

WELL MAYBE OH...

...WHAT HAPPENED TO THAT WITCH, EVILYN?

OH --

-- SHE'S BEING TAKEN CARE OF!

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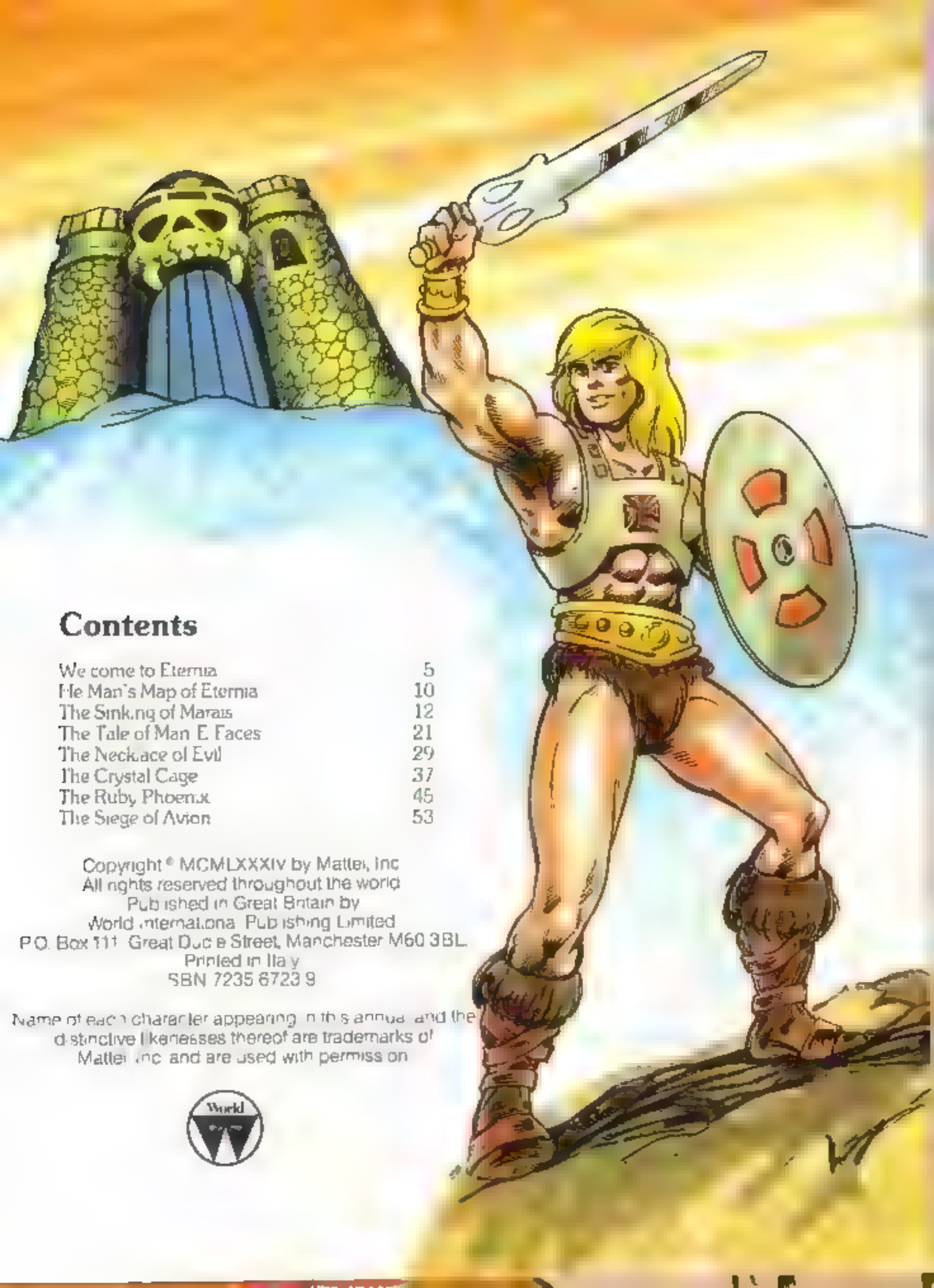

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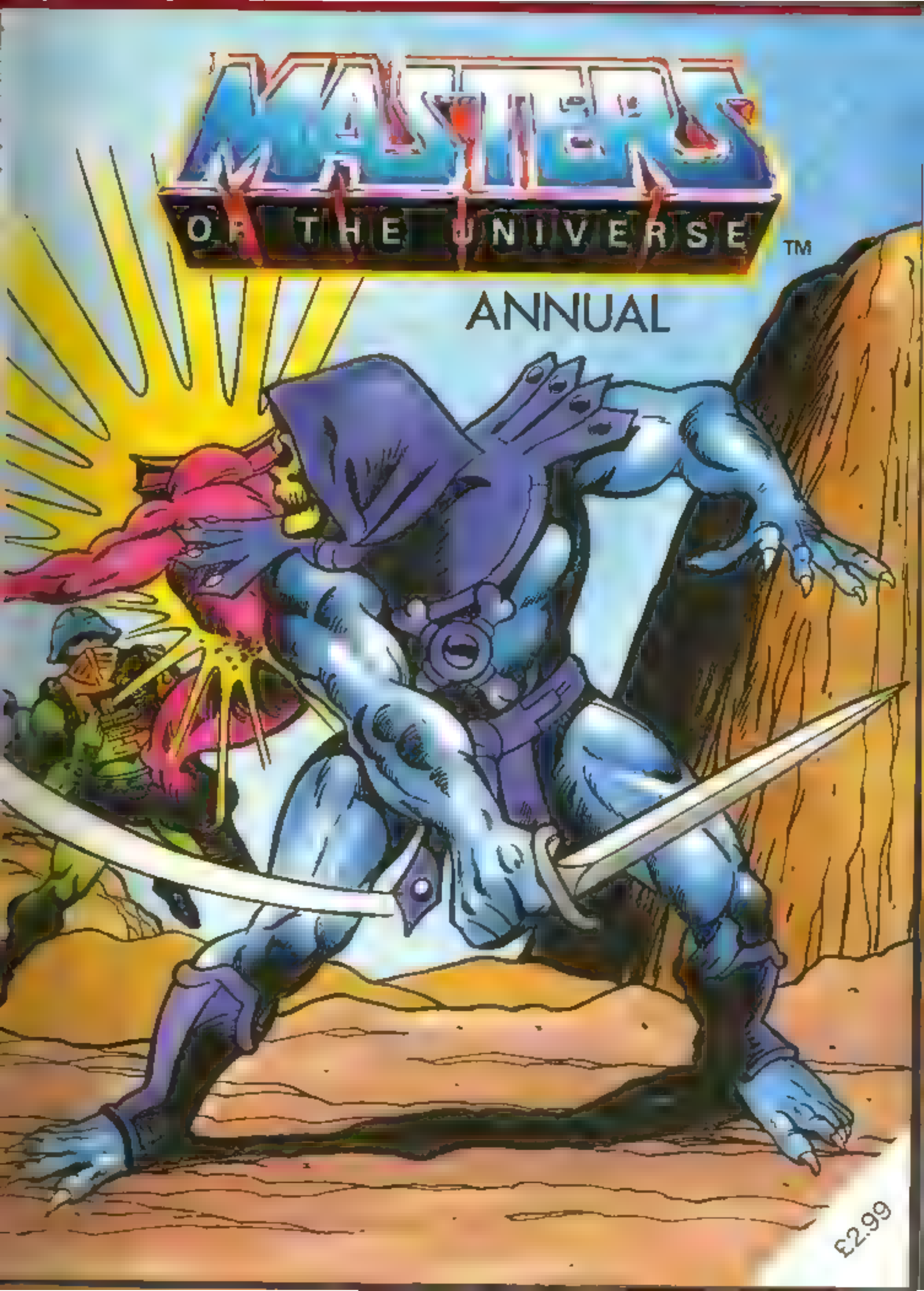

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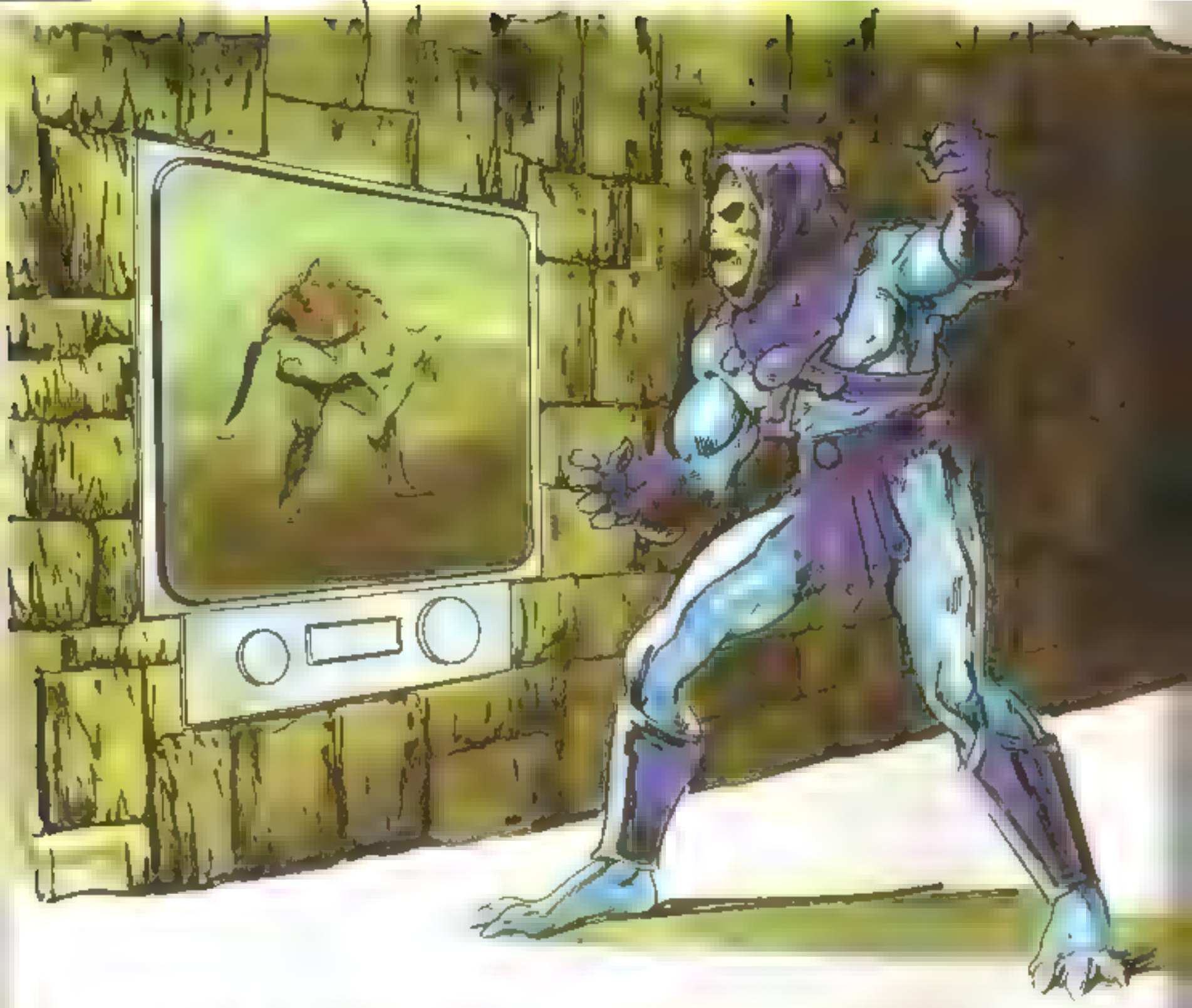
The CRYSTAL CAGE

The royal palace of Eternia lay in darkness, while around it the city too slept soundly. Guards on duty in the palace grounds, and outside the royal apartments, leaned against walls, relaxed, their weapons on the ground by their sides. There was no danger of an attack on the royal family, they reasoned. What would be the point of that, when any such attempt would be doomed to failure? It was well known that the royal guards were the best in the whole of Eternia, weren't they?

In his room Prince Adam slept soundly with the huge figure of Cringer, his pet Eternian tiger, lying on the floor near him. Light from Eternia's twin moons fell in a pool on the dark floor, and the only sound was of a night bird calling, and Adam's steady breathing.

A shadow fell across the room, blocking out the light, as a huge and hairy shape filled the window frame and gently jumped down into the room to land on furred feet. Outside, the nightbird stopped calling.

The intruder took something out of a pack it carried, and stooped low over the sleeping figure of Prince Adam, pressing that something over the prince's mouth and nose. The prince struggled slightly in his sleep, and then lay still. Glancing over the bed at the sleeping figure of Cringer, the intruder smiled a terrible smile to itself. It picked up the unconscious prince with ease, and was gone from the window in a moment.



We [illegible] He was [illegible] he [illegible] clearly [illegible] real [illegible] he [illegible] mat [illegible] the [illegible] wit [illegible] get to him. M [illegible] see the [illegible]

Wh [illegible] Tha [illegible] to [illegible]

Our [illegible] dead [illegible]

But [illegible] she [illegible] who [illegible] was Pr [illegible]

T [illegible] matter what he [illegible]

The queen nodded. [illegible] I mean.

[illegible]

Had [illegible] wrong. The [illegible] but [illegible] dream was [illegible] pro [illegible]

Finally Teela lost her temper. "It's all very well standing about arguing over who's to blame," she snapped, "but none of it is helping us rescue the prince or capture his kidnappers, is it?"

A silence fell and the chief lieutenant looked sheepishly at her.

"Now," Teela said more calmly. "It would seem to me that we are dealing with a very powerful and daring enemy. Until last night, this palace had a reputation of having Eternia's toughest [illegible]. Whoever kidnapped Prince Adam ignored that fact and"

"We are dealing with Skeletor and his cronies," said a voice from the doorway, and Man-at-Arms strode in. "We have just received a message from that evil creature, demanding the surrender to him of the twin thrones of Eternia, in return for Prince Adam's safety."

There was a gasp of horror from around the room, as the soldiers exchanged glances with one another.

"Then I think we can safely assume [illegible] that his highness is being held [illegible]."

Her father shook his head. "No. A farmer in the valley west of the town saw one of the wild beasts from the Grimwoods racing along with a huge and hairy creature on its back, and bound and gagged in front of him, a young man with fair hair."

"Beastman," said Teela with a shudder.

"That's right," agreed Man-at-Arms. "And he was taking Prince Adam in the direction of Devil's Falls."

"Then we must attack as soon as possible," said Teela decisively, "for it is only by rescuing our prince that we can defeat [illegible]."

Man-at-Arms nodded. "But our attack must be stealthy. We know that Skeletor's sidekick Merman has an underwater base at Devil's Falls, but we do not know how to get inside or even where exactly it is. One false move could mean the destruction of Prince Adam, so we must work out a careful plan of attack. Now, everybody, listen carefully."

Adam opened his eyes and groaned as the light reached his aching brain. What was that foul taste in his mouth? And why was there such a bright, rippling light all around him? He turned his head slowly, and looked about him. It seemed as though the room in which he lay was completely surrounded by water held back from him by what looked like crystal walls. Light shimmered and bounced from one side of the room to the other, from the floor to the ceiling. There was no escaping it. Adam closed his eyes again. Dimly he could remember dreaming of a suffocating smell, a pressure over his nose and mouth, and of riding on the back of something huge and hairy over rough countryside and through thick, dark woods. So where was he now?

His question was answered by a thick, bubbling voice nearby.

So, your royal highness, you are awake. Welcome to my home at Devil's Falls. I hope you will be comfortable here." This last was accompanied by a gurgling laugh. Adam turned his head again and saw the ugly face of Merman peering through the crystal.

You will not hold me for long," he managed to whisper. "The soldiers of Eternia will come looking for me, and then your days will be numbered.

"And how will they know where to look?" asked Merman sneeringly. "They will think that we have taken you to Point Dread, to work in our mines there. Why should they look here?

Adam fell silent. Why indeed? If he could only get hold of a radio transmitter, or his sword! By

turning into He Man, he could save himself, but as Prince Adam, he was nearly helpless

Nearly, but not quite

Adam closed his eyes tightly, and concentrated on reaching the Sorceress of Castle Grayskull with his mind

The ride through the Grimwoods was long and frightening. Grasping black branches snatched at their hair and clothes as if alive, and there were whisperings, mutterings and growlings from all sides, as the creatures of the Grimwoods watched the passage of the soldiers from Eternia. Roots spread thickly across the pathway, causing horses to stumble, and the thorns of plants slashed great rents in cloaks and uniforms.

'How much farther?" demanded Teela.

Her father, Man at Arms, shook his head. 'Not far. But after this we have the river to cross before we can reach Devil's Falls, and then the goddess knows how we are to find the lair of Merman.

There was a cry from up ahead. "Captain! We are out of the wood!"

"Thank the goddess," said Teela fervently as they emerged once more into daylight. She turned to her father to joke about her fear in the Grimwoods, but he was staring up at the sky, and smiling.

"What is it?" she asked.

He pointed. 'The Fighting Falcon—Zoar."

Teela took his arm. "Do you think the Falcon will be able to show us where Adam is?"

"It's possible. That is no ordinary falcon, my dear. Yes, look, she's leading us upstream towards the falls. We must follow. Don't lose sight of her."

Slowly they moved upstream after the Falcon, until the falls themselves came into view. Teela gasped, never having seen them before. They fell in hundreds of cascades of water from a mountain so high that Teela could not see its top for the cloud that covered it. Sunlight caught the water as it fell, causing rainbows almost everywhere, and where the falls met the ground a great pool shimmered with heavy spray hanging in the air.

"Now," Man at Arms said briskly, "we have reason to believe that his lair is around here somewhere, possibly below the surface of the falls pool." He glanced high into the air. "Yes, and the Falcon seems to agree with us."

The Falcon was hovering above the pool, looking down into the clear deep water with piercing eyes. Far below its surface she could see the crystal cage where Adam was held, and could see too the sinister form of Merman, swimming around outside it. Merman, who was unaware of the gathering of people on the land, and unaware of who his captive really was. And he must remain so, whatever happened. Staring down into the water, the Falcon of Grayskull sent a telepathic message to Prince Adam.

Adam sat up. There was nothing to stop him doing so—Merman had not thought it necessary since there was really no way out, and so within that tiny cage Adam had as much freedom as he wanted. Now he went to one of the sides and pressed his palms against the cold crystal, looking through it into the water outside. What would his parents do? If they gave in to Skeletor, there was an end to any chance of peace on Eternia. If they held firm, as he hoped they would, then he would be sure to die in some horrible fashion or another.

Then he sensed the message of the Falcon, and at once his heart lifted. He might be Prince Adam now, but he was also He Man, and he would defeat this cage some way. The Falcon would bring his sword to him somehow, and then his great strength would become apparent.

Adam frowned. How would the sword be brought to him? He could see no way in or out of this cage.

The message came back again. *There are other ways than the physical ones to transport objects. You underestimate the Sorceress of Castle Grayskull.*

Adam smiled to himself. Glancing around, he noticed that Merman had swum off somewhere, maybe to make his report to Skeletor, who would doubtless be filled with glee at the way this venture was proceeding. Oh, how angry he would be when he discovered that his plans were about to be foiled!

He sat on the floor and waited, and soon felt a great surge of power pulsing through the cage. A flash of light almost blinded him, and when he could again see, there was his magic sword lying on the floor beside him!

Quickly he snatched it up, and struck it against the crystal of the cage.

"By the power of Grayskull!" he said in ringing tones, and there, instead of the cavalier Prince Adam, stood He Man!

He Man sheathed his sword quickly, and stood looking at the cage in which he stood. The walls were thick, but his fists were stronger. Drawing back one arm, he smashed through the ceiling of the cage with the force of his blow. Water rushed in up to his knees before he could withdraw the arm. He Man launched himself into a powerful leap, and burst through the top of the cage, swimming strongly, lungs bursting, up, up, up, up to the surface of the water.

He broke surface into a thundering, crashing ear-splitting noise, and with a great pressure of

water on his shoulders and head. He had emerged behind the waterfall itself. There was no way that he could have been found by anyone if he had stayed as Prince Adam. *Thank you, Falcon!* he sent from his mind to the Falcon's, and knew that she had heard him. Then he moved forward through the force of the water, bracing his great, powerful shoulders against it.

"Look!" cried Teela, pointing in amazement. "Isn't that He Man? How did he get here?"

Man at Arms smiled at her. "You have no faith in what He Man can do, have you?" he said. "Well, one thing we know now—Prince Adam will be safe."

"You seem very sure of that," said Teela, slightly irritated.

"I am sure," said Man at Arms, grinning.

Together they pulled He Man from the water.

"Well," said He Man matter-of-factly, "I can tell you now that when you arrive home you'll find Prince Adam there before you."

Teela put her hands on her hips and looked defiantly at him. "And how is he going to do that, when we have swift horses and he has only his own two feet?"

He Man smiled down at her. "There are other ways than the physical ones to transport objects," he said and, turning, disappeared into the woods.

The Ruby Phoenix

It was one of those bright autumn mornings when leaves are rustling underfoot, edged with frost, and when the forests were a riot of colour – gold, crimson, russet and orange. In the courtyard of the Eternian royal palace, He Man and Man-at-Arms were practising their swordsmanship. The sound of steel against steel rang through the cold air, and the watching courtiers stamped their feet and shivered against the cold, their breath like smoke. Chilled to the bone though they were, the sight of two men such as these testing their strength was worth every moment of discomfort.

Come on! He Man was saying, laughingly, to the older man. "You're not really trying, are you?"

Man-at-Arms ground his teeth, and did not reply except to redouble his efforts. He Man laughed merrily. It was amazing, thought the spectators, how he seemed never to be more than out of breath.

A cry rang out in the courtyard, and at once the two combatants turned to see who it was. The king himself hurried across towards them, escorted by four of the royal guards, one of whom was Teela, Man-at-Arms's daughter.

He Man, said the king as all present bowed low. "Sad news has just reached me from the castle keep ... the ruby phoenix of Eternia has been stolen."

There was a gasp of horror and disbelief from the listening courtiers.

"Your majesty," said He Man, "are there no clues as to the thieves or their deed?"

The king drew him to one side. "They think it is believed to be an Skeletor's naymill," he said. "And I have reports from the coast that the evil creature is on his way to Point Dread with the bird."

Point Dread. He Man's fists clenched as he

through the giant pink arch of the steel-ribbed ship. Beyond the calm waters of the Eternian sea, amidst the coral down below, the seabed was Skeletor's war zone, a vast labyrinth of glittering spires, domes and dungeons. There was a ruined city there, destroyed by a massive earthquake many thousands of years before, which Skeletor hoped to rebuild and colonise with Eternian slaves. Yes, everything was clear now. With the power of Castle Grayskull [illegible]

"Your majesty, we all know [illegible] whose value is priceless," he began, but the king shook his greying head.

[illegible] "He knows the true value of the bird, but me," he said. "But one day I will have to know. He Man would not be just for you to visit [illegible] Eternia bears a special secret. It was from the centre of a belief [illegible] that has lasted for almost five hundred years – that if the Phoenix should vanish, Eternia too will crumble into decay. For a long time I have been responsible for keeping this legend alive. Now, as the bird feathers hold the key to the secret, only the people of Eternia and Skeletor must never get hold of them."

He Man nodded grimly. [illegible] Castle Grayskull was all to do with this when he first took up the mission to rid Eternia of the evil of Skeletor. It came as a great shock to him that Skeletor had stolen the bird, but he had thought it to be back quite soon.

"Five hundred years?" he queried. "He thought that the phoenix only lived for only five hundred years, but..."

"But it does," said the king. "The phoenix will soon be building itself an ashen nest, a funeral pyre of white. It will sing its final song. The sun will set light to the pyre, and the phoenix will burn to ashes. When it is dead, [illegible] it will remain. It cannot be broken, or Eternia will be ruined. Time comes.

heads and arms as the Man's vehicle. Tessa waved back cheerfully, though with a troubling sense of apprehension. She had only ever seen Mull Dread from the air herself, and had been struck by its size and evil even then. Now she was actually to enter it. The goddess only knew what manner of wicked and evil creatures lurked in the dim recesses of the seabed.

He Man said, "Now you think that Skeletor does not know the secret of the curse?" he asked.

The king shook his head. "He cannot or the lord would have gone long before now. But the evil one and that wizard, who rejoices in frightful Elemians everywhere into mulding it came true. As it should he discover the route."

"I will leave right away," said He Man firmly. "I ask your permission to take as my escort Teela the captain of the guards."

"You have my permission," said the king, "May the goddess guide you safely through all danger."

The Wind Lighter sped swiftly through the autumn sky, the pale sun glinting on its wings. People on the ground waved as they saw it flash above their

He Man glanced round. "Scared?" he asked.

Teela shook her head indignantly. "Not scared," she said. "A little apprehensive."

He Man nodded. "Me too. Here we are over the sea. Not far to go now."

Teela, glancing down again, saw that they had swooped out away from the land, and were now over the bright sparkling diamond of the sea. Strange marine beasts raised their serpentine necks above the waves to watch the passage of the craft; there was a gleam of metallic fishes as they leaped. The sun glittered on the water, and Teela he... ...ught there was nothing so beautiful as the sea on a day such as this.

"Look," said He Man, breaking into her thoughts. "Point Dread, up ahead."

She followed its pointing finger and saw in the distance the ugly peak of their destination, rising like a black tower above the water. She felt a shudder of excitement as they approached it. Would this be her final adventure with He Man, or would they live to fight the forces of evil again?

He Man landed the Talon Fighter on the topmost peak of Point Dread. Teela glanced down once as they left the craft and looked up again quickly. The giddy height of the rock was unbelievable. The waterfall teeth like rocks at the foot of Point Dread were as high as the towers of Castle Grayskull, looked no bigger than pebbles, while those huge marine creatures she had seen earlier were the size of tadpoles as they plunged in the waves below.

"This is called Point Dread," said He Man taking her by the arm, "It is below us. Can you see the black hole?"

Teela glanced quickly down again, and saw it - a gaping, yawning dark cavern leading in and down. There were no guards at the entrance, nor any sign of Skeletor.

Swiftly they made their way to the entrance and slipped inside, where it was cold and damp and smelled of evil. A long, steeply sloping passage lay ahead of them, twisting and turning as it stretched down into the depths of Point Dread. Silently they made their way down it, hearing the dull roaring and pounding of the sea around the surface of the [illegible].

Just as Teela was beginning to feel sick and giddy with the twisting and darkness of the passage it opened out into a huge cavern, and she stifled a gasp as she looked around. The cavern shimmered with light of a colour she had never seen before - not red, blue, purple or gold but a mixture of all four. Beautiful natural rock formations glowed all about her, and in the centre of the cavern was a

wide lake gleaming like dark silk in the light. And above it was suspended a golden cage, in which Teela could see the gorgeous plumage of the ruby phoenix of Eternia.

She glanced at He Man, but he had already seen it. His eyes moved quickly around the edges of the cavern, noting the number of passages that led from it, then finally resting on the figure that emerged from one of them and now stood facing them across the broad expanse of the lake. Skeletor's skull-face gleamed white in the lurid light, and his hollow eyes burned like flames in their sockets.

"Well, He Man," Skeletor said. "So you've come all the way to my humble home to pay me a visit, have you? And I see you brought your charming friend Teela, too! How thoughtful of you."

"I must admit we were expected," said He Man with a dangerous note in his voice. "I should not like to take you unawares."

Skeletor drew his sword. "Of course I was expecting you!" he said. "Beastman, Evil-Lyn and I would have been most disappointed if you had not come after all, would we not, my friends?"

The figures of his two allies emerged from the passage behind him, and stood there watching their enemies. Evil-Lyn smiled wickedly at Teela for the two were old enemies, and had hated each other for a long time. Beastman uttered a growl, low down in his shaggy throat.

"You think that by outnumbering us you will defeat us," said He Man calmly. "But you have underestimated us, once again, Skeletor. It was always a problem of yours. Teela and I have come here to collect the ruby phoenix. We will return to Eternia with it. If you choose to attempt to stop us, you will regret it."

"All [illegible] Beastman [illegible] that [illegible] [illegible] [illegible]"

The [illegible] would come here if you [illegible] [illegible]," said Teela loudly. "Do you imagine for one moment that Skeletor [illegible] would do nothing to avenge us, should we meet our deaths here?"

Skeletor laughed harshly. "Brave words, my dear girl. I admit, don't you think? Have you ever [illegible] [illegible] [illegible]

glanced back at Point Dread. It no longer looked so menacing. The phoenix was dozing in its cage, and its feathers gleamed in the sunlight – crimson, scarlet, gold and vermillion.

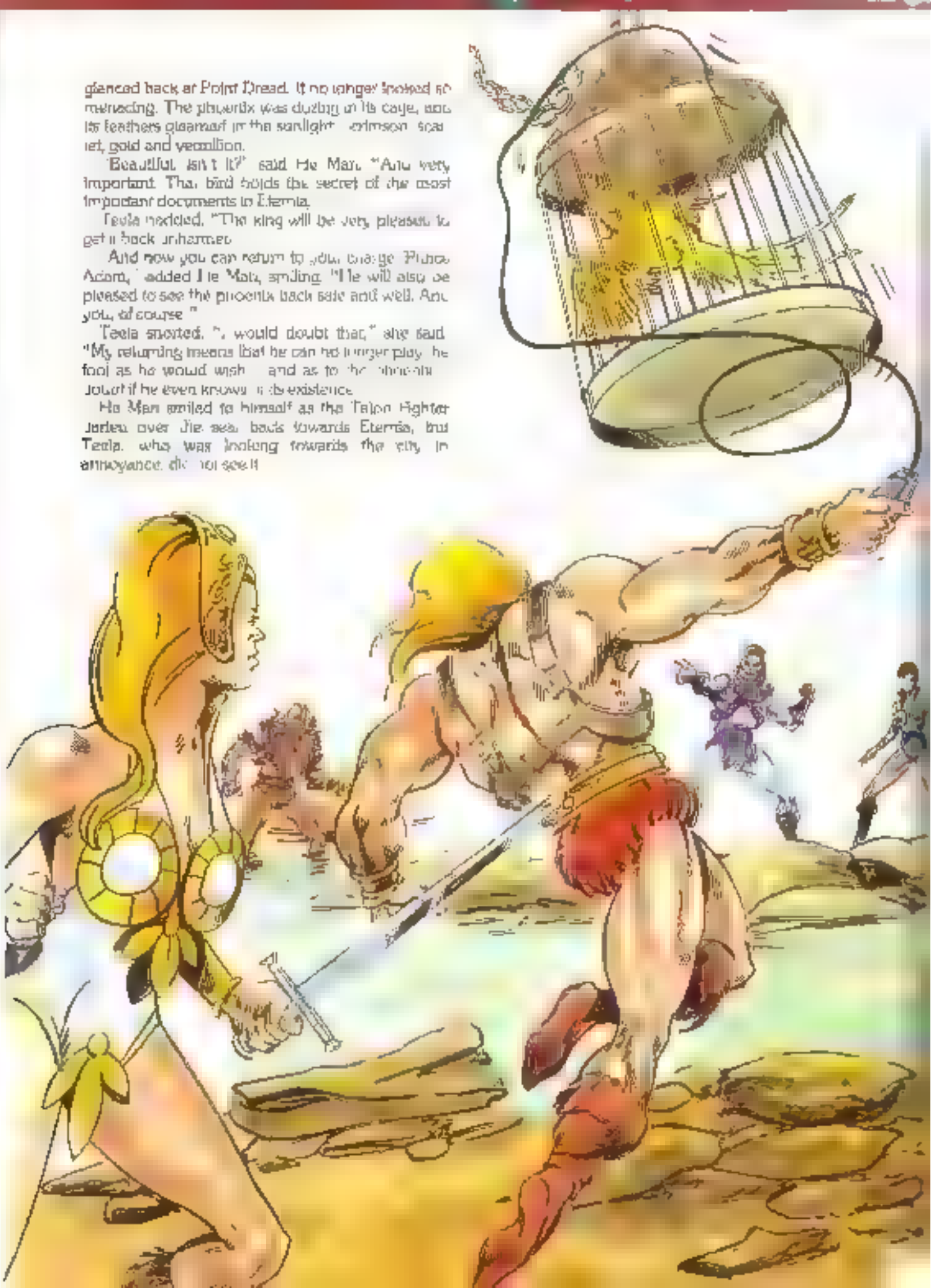
"Beautiful, isn't it?" said He Man. "And very important. That bird holds the secret of the most important documents in Eternia."

Teela nodded. "The king will be very pleased to get it back unharmed."

"And now you can return to your bridge, Prince Adam," added He Man, smiling. "He will also be pleased to see the phoenix back safe and well. And you, of course."

Teela snorted. "I would doubt that," she said. "My returning means that he can no longer play the fool as he would wish – and as to the phoenix, I doubt if he even knows it's existence."

He Man smiled to himself as the Talon Fighter flew over the sea back towards Eternia, but Teela, who was looking towards the city in annoyance, did not see it.



The Siege of Avion

Darkness was gathering slowly in as the Bird People of Avion began to feel the first attacks of dizziness A dim, rosy-soft light hung in the sky as Eternia s twin suns sank below the peaks of the Sapphire Mountains, and the gentle calls of the mountain creatures echoed in the air

Stratos lay on his bed and stared up at the ceiling, wondering what was the matter with him. The air outside was cool, but that did not account for the feeling of cold he had inside, nor the strange numbness of his fingers. Had he eaten something that disagreed with him? No, he could remember nothing unusual, and his water had been taken from the crystal clear spring that laughed and bubbled its way through the streets of Avion, supplying the whole city with cold, fresh water

The whole of the city . . ?

Stratos' mind went cold too. He swung his legs over the side of the bed, attempting to stand up, but the effort was too great, and his legs, usually so strong, would not support his weight. With a soft cry he fell back, catching sight as he did so of dark slumped shapes in the passage outside. Clearly they were all affected by it. If some enemy were to attack now, they would be totally defenceless

Gathering all his remaining strength, Stratos gave a shrill, quivering, tuneless whistle. Almost at once a small bird appeared through the window slit, and Stratos spoke weakly to it in its own language. "My friend, go to Eternia. Find He Man! Tell him that Avion is threatened, and ask for his help. Tell him it is Stratos who asks this. Go now quickly.

The tiny bird bowed its head, and was gone within moments. Stratos closed his eyes in exhaustion. What was happening outside in the darkness and secrecy of the mountains? Would Avion be saved?

In the [illegible] blazed and music minated with the sounds [illegible] ter and conversation. The king and queen [illegible] decided to give a ball for their son, Prince Adam. Which was all very well, except that he had turned up late, and was now engaged in teasing that cowardly tiger of his rather than talking politely to his guests.

The queen glanced around at her son. His bodyguard, Teela, stood stiffly by his side, her arms ever ready to snatch her weapons and defend him should the need arise. Not [illegible] uld, for all the guests had been [illegible] entered the palace [illegible] conceal a weapon. But Teela took her task seriously, and her face was grim and set. At Adam's feet slunk Cringer, the tiger with the heart of a rabbit, its nervous eyes darting from place to place. Adam licked its ears and laughed.

"The queen is watching you," Teela said between [illegible] teeth. "I really think you should talk to your guests more, or at least have one [illegible]."

"Only if I can dance with you," Adam said grinning.

Teela looked coldly at him. "You know very well that I am on duty. And even if I wasn't, why—"

"All right, don't go on," said Adam hastily. "I just get very bored having to be polite to a lot of people I don't know and don't like. Wouldn't you?"

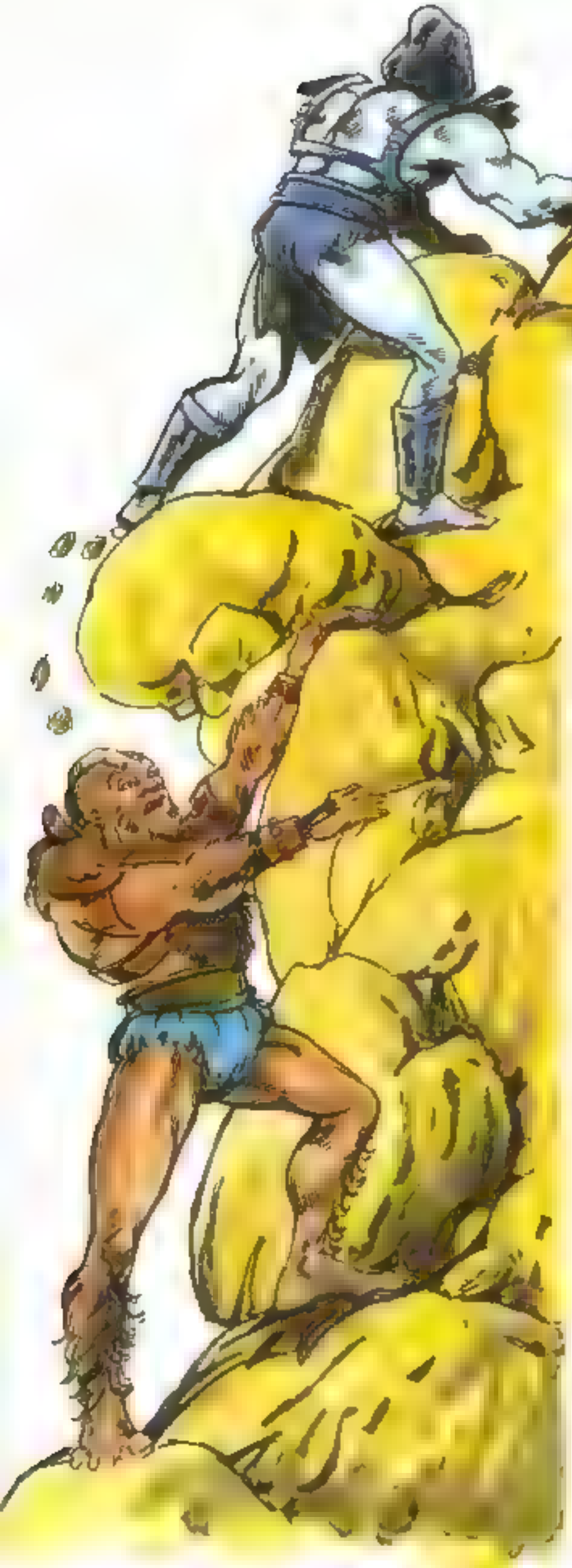
"I might," admitted Teela, "if I ever tried it. You're not even trying to be polite. And I would say that was part of your duty to your parents, wouldn't you, your royal highness?"

Adam winced. "I hate it when you call me that," he said.

As Teela smiled triumphantly, Adam noticed a tiny bird fluttering in at the open window. It hovered for a second, as if searching for something, then flew swiftly towards him and landed on one of the great oak beams of the roof, watching him from jewel-like eyes.

"Very well," he said sighing, "I give in. You can have your way. I'll go and be polite to people. Come on, Cringer."

He turned swiftly on his heel and vanished into the thick press of people crowding round, leaving Teela alone in the middle of them. Swallowing her annoyance, she plunged after him, but Adam had vanished, and Cringer too. Above her head, the tiny bird flew down from the beam, and swept out through a low doorway at the far end of the hall.



Something moved on the mountainside beneath Avion. There was the sound of slithering, of feet ringing on the hard stone, of harsh, cruel voices calling at one another. From his bed, the powerless Stratos listened with horror. He knew that voice of old—the voice of Skeletor. And he was unable to do anything to keep the living skeleton out of the city! Thank the goddess that the defences as they stood were strong—that might hold them off for a short while, until He Man arrived with the forces of goodness.

"There must be an easier way of reaching Avion than this," snapped Skeletor angrily. Behind him Beastman grunted.

"Is that your only answer?" snarled Skeletor. "When I left the transport side of this venture to you, I never imagined that we would have to scale this mountain like ants climbing a tree. I thought that you would employ some of those famous allies of yours in the animal world. Why didn't you?"

Beastman panted. "I beg your pardon, lord," he muttered. "I thought that this would be a better way, being more quiet, and—"

"What need have we of silence, when nothing can be done against us?" demanded Skeletor. "It was a great idea of mine to poison the water supply of this nest of vermin—it is a great pity that you have not half the brain power of your leader, you hairy lump! The poison they will all have drunk will paralyse them totally, long enough for us to take the city and all the wealth that is in it. If, Beastman, we can reach Avion in time—before the present incumbents awaken and are able to put up a fight, with or without the interference of that arrogant He Man."

At the mere thought of the hated name, Skeletor snapped his jaws shut and ground his teeth in fury.

"Do you think they will be able to call that do-gooder out to their aid?" asked Beastman nervously.

"I see no reason why they should be able to," said Skeletor, "but then he always manages to turn up in places where he is not wanted. Still, if he arrives in Avion tonight, he will have quite a reception party awaiting him, eh, Beastman?"

"And so," concluded He Man, "I ride with all speed to Avion. Who comes with me?"

Teela and Man at Arms both stepped forward, and then Teela looked worried.

"It's not right for me to go, really," she said. "Prince Adam—I can't find him. He disappeared after I told him to talk to his guests. Do you think that . . ?"

"I am sure that his highness is safe," said the deep voice of He Man. He smiled at Teela. "Your job was well done, Teela—the lad needs someone to push him into doing his duty. Now your duty is to come with me to help save the Bird People of Avion from the evil of Skeletor. Will you come?"

Teela nodded. "I will," she said.

"Then we must take our swiftest craft and set off at once," said He Man. "Battle Cat, you and I will go together."

He leapt astride the huge tiger and they bounded away towards the high peaks of the Sapphire Mountains where lay Avion.

"I will take the Battle Ram," said Man at Arms quickly to his daughter. "I would suggest that you have the Attak Trak. Both these should be faster than Battle Cat in theory, but don't be surprised if we find He Man already defending Avion when we get there."

Stratos listened intently. The gates were holding against the heavy onslaught of Skeletor's strength but sooner or later he would use magic, and then Avion would be lost. The walls too could not be breached by any conventional methods—they were very high indeed, and so thick that it was impossible for ordinary battering rams to crack them. But Skeletor was no ordinary attacker, as Stratos knew well. His powerful magic might soon be brought into action, and there were very few who could withstand that, especially when it combined with anger. Listening now, Stratos could hear Skeletor's snarls of anger as he attempted to force

his way in. How long would it be before He Man arrived at Avion to save them—and how long would it take for this poison that attacked his limbs to wear off? He had never been confined to the ground in his life. Once he was recovered he would fly for days without stopping—if he survived this night.

"Faster!" commanded He Man, as the great tiger approached the foothills of the Sapphire Mountains. "We must not allow Skeletor to enter Avion, Battle Cat, and it will be hard to prevent it from below. Skeletor has the advantage—and at the moment they are two to one. When Teela and Man at Arms arrive we will be more evenly matched."

As he spoke, something large and powerful swooped down out of the sky and alighted gently on the ground before them. Battle Cat halted at once, and He Man reached for his sword. It was an eagle, taller even than He Man.

"He Man, do not raise your weapon against me," said the huge bird. "I come to you in peace. We the Eagles of the Northern Marches, have heard on the wind of the attempts of Skeletor and Beastman to breach the defences of Avion, and have come to assist you in defeating them. Tell us what we are to do."

He Man lowered his sword. "You are well met," he said. "I am glad of your help, and your cousins the Bird People will be grateful to you. Do you know where the evil ones are?"

The eagle bowed its great black head so that the sleek feathers gleamed. "We do. Our scouts saw them on the southern wall, close to the Citadel itself, where the Bird People keep their treasures. They may not breach the walls by ordinary force of arms, but magic will do it."

"Yes," agreed He Man, "and Skeletor will not hesitate to use his magic powers if it is necessary. We must make a two-pronged attack, my lord Eagle—we from below, you from above—in order to prevent Skeletor using his magic on the walls of Avion. The Bird People themselves are unable to help—Skeletor has poisoned their water supply, and now they lie paralysed in their beds. I do not know how long that will last, or indeed whether they will survive it."

The eagle bowed its head once again. "We know these things. The words they speak to one another come to us on the wind, as I have said. The effects of the poison do not last for more than one or two hours. It is already an hour since our cousins were first struck down. We will go and commence battle.

But first, you will need some assistance in reaching the summit of the Sapphire Mountain."

Gently, the great eagle held out a massive claw. He Man stepped on to it and, clinging to the bird's leg, he was lifted into the air and high up the mountainside.

"What was that?" demanded Skeletor of Beastman.

"What?"

"I felt something—a breath of cold air on my face, like the passing of a great bird," said Skeletor. "Did you see anything?"

Beastman grunted. "No, it was probably the wind. These walls are tougher than I thought."

Skeletor sneered. "Tougher than you thought! How tough did you think they would be? Made of paper so that they fall over at a strong breeze? These are just walls, Beastman, and we will not waste our time on them when I have the gift of magic to make sure that they fall from our path."

He raised a clenched fist, and nearly had the breath knocked from his body by a powerful hand clenching his arm.

"Good evening," said He Man politely. "May I help you?"

Skeletor seethed with rage. "You! How did you get here?"

"There is an expression—'with a little help from my friends'," said He Man calmly. "In this case, those friends are also the friends of the Bird People of Avion—and Avion's enemies are their enemies."

"Where are these friends of yours?" demanded Skeletor. "I see no allies of yours on this sheer mountainside, but I have one here, He Man, and

you are outnumbered. Prepare to meet your death!"

His words were cut short by a scream from Beastman, who had been advancing upon He Man with a menacing air. Turning swiftly, Skeletor was just in time to see the struggling savage borne away by a huge set of black talons fringed with black feathers.

"So these are your friends, He Man?" demanded Skeletor. "Never a fair fight for you, is it? You must employ the services of creatures far bigger than your adversaries. So much for the forces of good that you and your cronies bleat about!"

He Man laughed angrily. "And you, I suppose, are all sweetness and equality? What of your treachery in poisoning the Bird People of Avion? But you forgot, Skeletor, that the Bird People have friends, not least among whom are the Eagles of the Northern Marches, who listened to their plight and your evil on the wind, and came here in their numbers to defeat you and your evil cronies. We came here for the same reason, but we were not told by the wind."

"Then how did you know?" screamed Skeletor. "I expect your friend the sorceress of Castle Grayskull helped you yet again? I should have killed her long ago."

"You're wrong, Skeletor," said He Man. He smiled mockingly at the evil living skeleton. "A little bird told me about your plot."

Skeletor did not understand, and this made him angrier still. He raised his sword with the intention of bringing it crashing down on He Man's head, but He Man was too quick for him. Stepping smartly aside he parried the stroke neatly and then, with his great strength, twisted Skeletor's arm up and to the left, so that the sword flashed in the moonlight and fell, turning over and over as it plunged down the sheer side of the mountain. Skeletor turned back to He Man, his claw-like fists raised menacingly. He made a rush at his enemy, but just before he reached him felt a great strength lift him up by the collar, and bear him away northwards. He howled in rage and fear, but it was no use.

He Man watched him go, smiling to himself. He turned to thank the eagles for their help, and saw instead the figure of Stratos, staggering out of the secret gateway towards him. He Man rushed to his side.

"I'm alright," said Stratos, gasping a little. "The effects are wearing off slowly, but they are wearing off. My people will be well soon."

He paused for breath. "He Man, this is the second time you have saved me and mine from that creature. We thank you with all our hearts. And we want you to know that you can count on us to help you."

He Man smiled. "This I know. But you should save your thanks for your cousins, the Eagles of the Northern Marches. I shall always be grateful to them—and to your friend, the little bird!"